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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-13  
GLOBAL SUBSIDIARIES (NON-U.S.)  
337.4 HOURS

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 03/31/06  
Bill Number: 1108452

NAME	DATE	HOURS	DESCRIPTION
HIESTAND NL	02/01/06	1.30	CONTINUED WORK ON JV ISSUE (1.3).
HIESTAND NL	02/03/06	2.10	PREPARE AND ATTEND SENIOR ADVISORY MEETING (2.1).
HIESTAND NL	02/07/06	0.20	ATTEND TO SB&BANK ISSUES (0.2).
HIESTAND NL	02/08/06	2.10	CONTINUED ANALYSIS ON CITIBANK/DHB BRAZIL ISSUES (2.1).
HIESTAND NL	02/10/06	0.90	CONTINUED REVIEW OF EQUITY TRANSFER ADN BRAZIL ISSUES (0.9).
HIESTAND NL	02/13/06	3.40	REVIEW CRED. COM. AND 541 MEETING MATTERS (2.2); REVIEW WITH FARIS ISSUE RE DHBC (1.2).
HIESTAND NL	02/14/06	0.80	CONTINUED ATTENTION TO D&B ISSUES (0.8).
HIESTAND NL	02/15/06	1.60	ATTEND TO FINAL MOTION FOR SALE OF JV; DITB ISSUE (1.6).
HIESTAND NL	02/16/06	1.40	CONTINUED REVIEW AND FILING (1.4).
HIESTAND NL	02/17/06	1.80	FINALIZE MOTION FOR SALE OF JV (1.8).
HIESTAND NL	02/20/06	1.30	REVIEW CURRENT ISSUES (1.3).
HIESTAND NL	02/21/06	0.40	ATTEND TO MISCELLANEOUS EUROPEAN ISSUES, INCLUDING SALES (0.4).
HIESTAND NL	02/22/06	0.40	ATTEND TO JV SALES (0.4).
HIESTAND NL	02/24/06	1.10	REVIEW ISSUES RE: PREPARATION AND CONTINGENCY PLANNING (1.1).
		<b>18.80</b>	
MARAFIOTI KA	02/01/06	1.70	ANALYZE ISSUES RE: SHANGHAI DELCO SALE (1.7).
MARAFIOTI KA	02/14/06	1.60	REVIEW AND REVISE FURAKAWA MOTION (1.2) AND ORDER (0.2); FURTHER REVISIONS TO EACH (0.2).
MARAFIOTI KA	02/15/06	0.50	REVIEW AND REVISE MOTION TO APPROVE SALE OF EQUITY INTEREST IN IN CHINESE JOINT VENTURE (0.5).
MARAFIOTI KA	02/17/06	1.00	FINALIZE FURAKAWA MOTION (0.3), NOTICE (0.1), ORDER (0.2); WORK ON FINAL REVISIONS TO CHINESE JOINT VENTURE SALE MOTION (0.4).
		<b>4.80</b>	
<b>Total Partner</b>		<b>23.60</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	02/02/06	1.80	READ AND REVIEW RESEARCH MATERIALS IN PREPARATION FOR DRAFTING OF JOINT VENTURE FUNDING MOTION (1.8).
HERRIOTT AV	02/05/06	0.90	CONTINUE RESEARCH RE: FURUKAWA INVESTMENT (0.9).
HERRIOTT AV	02/06/06	1.00	CONTINUE REVIEWING FURUKAWA CORPORATE DOCUMENTS AND DRAFTING MOTION RE: CAPITAL INFUSIONS IN FURUKAWA (1.0).
HERRIOTT AV	02/07/06	4.80	BEGIN DRAFTING MOTION TO FUND JOINT VENTURE DELPHI FURUKAWA WIRING SYSTEMS (4.8).
HERRIOTT AV	02/08/06	1.00	CONTINUE DRAFTING MOTION TO FUND JOINT VENTURE (1.0).
HERRIOTT AV	02/09/06	5.10	CONTINUE TO DRAFT, REVIEW AND REVISE MOTION TO FUND JOINT VENTURE DFWS (4.7); TELECONFERENCE WITH E. HOFIUS AND L. AGASSE RE: SAME (0.4).
HERRIOTT AV	02/10/06	1.80	CONTINUE REVIEWING AND REDRAFTING MOTION TO FUND JOINT VENTURE DFWS (1.5); CONFERENCE WITH E. HOFIUS AND L. AGASSE RE: SAME (0.3).
HERRIOTT AV	02/13/06	1.10	CONTINUE TO REVIEW AND REVISE MOTION TO FUND JOINT VENTURE (0.3); PARTICIPATE IN WORKING GROUP STRATEGY MEETING (0.8).
HERRIOTT AV	02/14/06	2.00	CONTINUE TO REVIEW AND REVISE MOTION TO FUND JOINT VENTURE DFWS (2.0).
HERRIOTT AV	02/15/06	1.70	CONTINUE TO REVIEW AND REVISE MOTION TO FUND JOINT VENTURE DFWS (1.7).
HERRIOTT AV	02/16/06	1.30	CONTINUE REVIEWING AND REVISING MOTION TO FUND JOINT VENTURE DELPHI FURUKAWA WIRING SYSTEMS (0.9); TELECONFERENCE WITH E. HOFIUS AND M. DENSMORE RE: SAME (0.4).
HERRIOTT AV	02/17/06	6.40	CONTINUE REVIEWING AND REVISING MOTION, ORDER AND NOTICE TO FUND JOINT VENTURE FURUKAWA AND PREPARE FOR FILING (5.4); CONFERENCE WITH E. HOFIUS AND M. DENSMORE RE: SAME (0.7); COMPILE NOTICE PARTIES FOR MOTION (0.3).
HERRIOTT AV	02/23/06	0.40	REVIEW INFORMATION REQUEST FROM CREDITORS' COMMITTEE RE: DELPHI'S MOTION TO FUND ITS JOINT VENTURE DFWS AND BEGIN RESEARCHING RESPONSE (0.4).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	02/24/06	0.70	REVIEW COMPANY'S RESPONSE TO CREDITORS' COMMITTEE ADVISOR'S REQUEST FOR ADDITIONAL INFORMATION IN CONNECTION WITH MOTION TO FUND DFWS (0.4); CONFERENCE WITH M. DENSMORE RE: SAME (0.1); FOLLOW UP FROM CONVERSATION (0.2).
		<b>30.00</b>	
MEISLER RE	02/08/06	0.70	REVIEW AND COMMENT ON MOTION TO PERMIT INVESTMENTS IN DFWS (0.7).
MEISLER RE	02/09/06	0.70	CONTINUED TO REVIEW AND COMMENT ON MOTION TO PERMIT INVESTMENTS IN DFWS (0.7).
MEISLER RE	02/14/06	0.10	ATTENTION TO JOINT VENTURE ISSUE (0.1).
MEISLER RE	02/16/06	0.70	REVIEW FURUKAWA MOTION (0.4); CONFERENCE WITH S. CORCORAN RE: SAME (0.3).
MEISLER RE	02/17/06	3.00	REVIEWED AND COMMENTED ON FURUKAWA MOTION (1.4); REVIEW AND RESPONDED TO CORRESPONDENCE (1.5); CONFERENCE WITH M. MCGUIRE RE: DELPHI DEUTSCHLAND (0.1).
MEISLER RE	02/27/06	1.90	TELECONFERENCE WITH S. CORCORAN RE: FURUKAWA (0.1); ATTENTION TO SAME (0.3); TELECONFERENCE WITH J. GUGLIELMO RE: SAME (0.2); PARTICIPATE ON WEEKLY ACTION ITEM CALL (0.6); FOLLOW UP RE: SAME (0.2); TELECONFERENCE WITH T. MATZ RE: STRATEGY (0.5).
MEISLER RE	02/28/06	0.60	TELECONFERENCE WITH S. CORCORAN RE: INTERCOMPANY LOANS (0.1); ATTENTION TO SAME (0.5).
		<b>7.70</b>	
PILKINGTON C	02/01/06	2.40	ADVICE TO S. DANIELS RE "INSIDER" ISSUE RE PROJECT DISH AND NECESSARY BANKRUPTCY COURT APPROVAL (0.9); REVIEW CORRESPONDENCE AND ISSUES RE MEXICAN "MAQUILADORA" OPERATIONS (0.9); REVIEW CORRESPONDENCE/ISSUES RE INTERNATIONAL SET-OFFS (0.6).
PILKINGTON C	02/02/06	3.20	REVIEW DISTRIBUTION LIST FILE CORRESPONDENCE (01/3/06) (0.9); DRAFTING AND AMENDING MOTION FOR SALE OF CHINESE JV (PROJECT DISH) (1.1); DRAFTING ORDER RE PROJECT DISH (1.2).
PILKINGTON C	02/06/06	1.20	PREPARATION FOR AND ATTENDING WEEKLY UPDATE CONFERENCE CALL (1.2).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	02/07/06	3.40	ARRANGING US PROCEDURAL LAW AMENDMENTS TO EQUITY TRANSFER AGREEMENT RE PROJECT DISH (0.4); REVIEW OF UPDATED CASE ADMINISTRATION FILE MATERIALS (1.1); REVIEW OF CHINESE JV CONTRACT; ANALYSIS OF PRE-EMPTION/NOTICE PROVISIONS THERETO (1.9).
PILKINGTON C	02/08/06	6.50	REVIEW OF UCC PRESENTATION (2.2.06) MATERIALS (1.8); REVIEW OF S.341 PRESENTATION MATERIALS (0.9); AMENDMENTS TO PROJECT DISH TRANSFER AGREEMENT RE: BANKRUPTCY COURT REQUIREMENTS (1.9); REVIEW DISTRIBUTION LIST FILE CORRESPONDENCE (1.2.06; 3/2/06) (0.6); REVIEW/ANALYSIS AND ADVICE TO R. BERRY RE DHB/CITIBANK SETTLEMENT ISSUE AND TERMS/MECHANICS OF PAYMENT OF CITIBANK'S LEGAL FEES (1.3).
PILKINGTON C	02/09/06	3.70	REVIEW OGF CASH MANAGEMENT ORDER AND ADVICE TO R. BERRY RE SET-OFF OF \$1.3M RE DHB/SETTLEMENT MONIES AND AMOUNTS OWED TO/FROM DELPHI US/BRAZIL (1.2); ADVICE TO F. ALSAGOFF RE AMENDMENTS TO PROJECT DISH TRANSFER AGREEMENT AND BANKRUPTCY COURT APPROVAL WORKING (1.3); DRAFTING SUMMARY OF INTERNATIONAL WARRANTIES (1.2).
PILKINGTON C	02/10/06	1.00	ATTENDING SENIOR STRATEGY MEETING CONFERENCE CALL (0.7); ADVICE TO F. ALSAGOFF/S. DANIELS RE PROJECT DISH (0.3).
PILKINGTON C	02/13/06	3.40	DISCUSSIONS WITH /ADVICE TO L. Hiestand RE SHB/CITIBANK SETTLEMENT (0.8); REVIEW DISTRIBUTION LIST FILE CORRESPONDENCE (2.7/06) (0.9); REVIEW OF STATEMENT OF AFFAIRS (1.7).
PILKINGTON C	02/14/06	1.70	REVIEW/ANALYSIS OF UPDATED TASK LIST AND INTERNATIONAL ISSUES (1.1); REVIEW R. BERRY EMAIL RE: DHB SETTLEMENT AND ANALYSIS OF QUERIES (0.6).
PILKINGTON C	02/15/06	1.70	FINALIZING MOTION, ORDER AND NOTICE PARTIES FOR PROJECT DISH (1.7).
PILKINGTON C	02/16/06	4.10	FINALIZING MOTION/ORDER/NOTICE PARTIES FOR PROJECT DISH (2.9); DRAFTING NOTICE RE PROJECT DISH. (1.2).
PILKINGTON C	02/17/06	5.70	AMENDING, FINALIZING AND ARRANGING FILING OF ORDER, SALE NOTICE, TRANSFER AGREEMENT AND LIST OF NOTICE PARTIES RE: PROJECT DISH (4.6); REVIEW DISTRIBUTION LIST FILE CORRESPONDENCE (1.1).

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PILKINGTON C	02/21/06	0.90	REVIEW OF UPDATED CORE ADMINISTRATION MATERIAL (0.9).
PILKINGTON C	02/22/06	1.30	REVIEW UPDATED TASK LIST (1.3).
PILKINGTON C	02/24/06	1.20	REVIEW OF PRESENTATION MATERIALS RE: MEETING OF UCC (2/16/2006) (1.2).
PILKINGTON C	02/25/06	1.60	ANALYSIS AND AMENDMENTS TO UCC PRESENTATION SLIDES RE: PROJECT DISH (1.3); ANALYSIS OF INFORMATION RE: PROJECT DISH TO BE SUPPLIED TO THE UCC (0.3).
PILKINGTON C	02/27/06	0.30	REQUESTING INFORMATION RE: PROJECT DISH TO RESPOND TO VCC IF NECESSARY (0.3).
PILKINGTON C	02/28/06	1.10	REVIEW/ANALYSIS OF UPDATED TASK LIST AND ONGOING INTERNATIONAL ISSUES; REVIEW DISTRIBUTION LIST CORRESPONDENCE (1.1).
		<b>44.40</b>	
STUART NL	02/28/06	5.30	RESEARCH RE: INTERCOMPANY TRANSFERS AND SUBSIDIARY FINANCING (1.1); DRAFT MEMO RE: SAME (1.9); TELECONFERENCE WITH CLIENT RE: FINANCINGS (0.6); CONTINUE WITH RESEARCH RE: SUBSIDIARY FINANCINGS (1.7).
		<b>5.30</b>	
TOUSSI S	02/01/06	1.60	ADDRESS ISSUES RE: SALE OF CHINESE JOINT VENTURE (PROJECT DISH) INCLUDING CONDITIONS TO CLOSING TO BE INCLUDED IN DRAFT TRANSFER AGREEMENT (1.2); VARIOUS CORRESPONDENCE AND FOLLOWUP RE: SAME (0.4).
TOUSSI S	02/02/06	2.70	REVIEW DRAFT OF PROJECT DISH MOTION ON SALE OF CHINESE JOINT VENTURE ASSETS (1.4); ADDRESS AND RESEARCH ISSUES RELATED TO AKEBOMO SALE OF ASSETS AND RELATED SETOFF ISSUES (1.3).
TOUSSI S	02/08/06	4.90	REVIEW DRAFT OF TRANSFER AGREEMENT FOR SALE OF CHINESE JV INTEREST AND EDIT SAME (1.7); REVIEW COMPARABLE APA IN CONNECTION WITH SAME (1.0); EDIT AND REVISE DRAFT MOTION RE: PROJECT DISH AND DISCUSS SAME (1.5); ADDRESS CORRESPONDENCE RE: MOTION AND AGREEMENT (0.7).
TOUSSI S	02/09/06	2.30	EDIT AND REVISE MOTION TO APPROVE SALE OF CHINESE JOINT VENTURE (1.2); REVIEW COMDISCO AND RELATED PRECEDENT RE: BIDDING PROCEDURES (0.8); VARIOUS CORRESPONDENCE RE: MOTION AND NOTICE ISSUES RE: BIDDING PROCEDURES (0.3).

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TOUSSI S	02/10/06	3.50	EDIT AND REVISE MOTION TO APPROVE SALE OF CHINESE JV EQUITY INTEREST (2.0); DRAFT AND REVISE PROPOSED ORDER RE: SAME (1.0); ADDRESS NOTICE AND SERVICE ISSUES AND VARIOUS CORRESPONDENCE RE: SAME (0.5).
TOUSSI S	02/13/06	1.10	ADDRESS ISSUES RE: SALE OF CHINESE JOINT VENTURE INTEREST AND SERVICE RELATED ISSUES (1.1).
TOUSSI S	02/15/06	2.00	ADDRESS AND RESOLVE ISSUES RE: MOTION TO SELL EQUITY INTERESTS (0.6); EDIT AND REVISE NOTICE/ORDER/MOTION AND INCORPORATE COMMENTS (1.4).
TOUSSI S	02/16/06	3.60	REVIEW 2/9 HEARING TRANSCRIPT (0.5); EDIT AND REVISE MOTION, ORDER AND NOTICE RE: PROJECT DISH (1.5); ADDRESS AND RESOLVE ISSUES RE: SAME (1.6).
TOUSSI S	02/17/06	3.40	EDIT AND REVISE PROJECT DISH MOTION ON TRANSFER OF CHINESE JOINT VENTURE EQUITY INTEREST (2.2); ADDRESS ISSUES RE: FILING SAME (1.2).
		25.10	
Total Associate		112.50	
TOTAL TIME		<u>136.10</u>	
CLIENT TOTAL		<u>5868.50</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 03/31/06  
Bill Number: 1108452

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	02/24/06	Telecommunications, D	1.82
Telephone Expense	02/24/06	Telecommunications, D	2.15
Telephone Expense	02/24/06	Telecommunications, D	0.03
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.00</b>
Out-of-Town Travel	02/16/06	Butler, Jr. J	9.51
Out-of-Town Travel	02/17/06	Meisler RE	120.66
Out-of-Town Travel	02/17/06	Meisler RE	41.30
Out-of-Town Travel	02/17/06	Meisler RE	202.53
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$374.00</b>
Wireless - Mobile/Cellular/Pager	02/28/06	Hiestand NL	302.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$302.00</b>
		<b>TOTAL MATTER</b>	<b>\$680.00</b>
		<b>TOTAL CLIENT</b>	<b>\$207,364.00</b>



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Global Subsidiaries (Non-US)**

**Bill Date: 04/30/06**  
**Bill Number: 1108601**

NAME	DATE	HOURS	DESCRIPTION
HIESTAND NL	03/03/06	3.30	BEGIN WORK ON CATALYST TRANSACTION (3.3).
HIESTAND NL	03/05/06	0.40	PREPARING FOR CALL (0.4).
HIESTAND NL	03/06/06	1.10	ATTEND TO SALE ISSUES (1.1).
HIESTAND NL	03/07/06	1.40	SIGN REVIEW OF UCC ISSUES, OTHER MATTERS, INCLUDING CATALYST SALE (1.4).
HIESTAND NL	03/08/06	2.60	REVIEW SBERBANK RESPONSE (1.8); PREVIEW CATALYST ISSUES AND CONFERENCE CALL (0.8).
HIESTAND NL	03/10/06	2.80	PREPARE FOR AND ATTEND CONFERENCE CALL; FOLLOW UP (2.8).
HIESTAND NL	03/13/06	0.30	ATTENTION TO SALE RIDER AND PEGASUS MATTER (0.3).
HIESTAND NL	03/15/06	0.40	REVIEW SALE ISSUES RE. PEGASUS (0.4).
HIESTAND NL	03/20/06	1.30	ATTEND TO ISSUE RE: SALE OF GERMAN ASSETS AND PATENT; OTHER MATTERS (1.3).
HIESTAND NL	03/21/06	0.40	REVIEW VARIOUS ISSUES (0.4).
HIESTAND NL	03/24/06	1.70	CONFERENCE CALL (1.7).
HIESTAND NL	03/30/06	1.90	CONTINUE TO WORK ON DD/DTI IP MATTER; REVIEW BOARD MATERIALS (1.9).
		<b>17.60</b>	
<b>Total Partner</b>		<b>17.60</b>	
MATZ TJ	03/07/06	0.40	WORK ON KELLY DRYE RE: INTERCOMPANY LOAN TRANSACTIONS AND NOTICES (0.4).
MATZ TJ	03/09/06	0.40	FURTHER WORK ON CHINESE JOINT VENTURE ORDER (0.4).
MATZ TJ	03/10/06	0.60	FOLLOW UP WORK AND CORRESPONDENCE RE: CHINESE JOINT VENTURE ORDER (0.6).
MATZ TJ	03/13/06	0.50	FOLLOW UP WORK RE: FINAL FORM OF ORDER RE: SAME OF CHINESE JOINT VENTURE INTEREST (0.4); FORWARD SAME TO CHAMBER (0.1).
MATZ TJ	03/15/06	0.10	TELECONFERENCE WITH CHAMBERS RE: CHINESE JOINT VENTURE STATUS (0.1).
		<b>2.00</b>	
<b>Total Counsel</b>		<b>2.00</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

HERRIOTT AV	03/01/06	1.00	DRAFT FURUKAWA PROFFER (0.7); STRATEGY MEETING WITH CLIENT (0.3).
		1.00	
PILKINGTON C	03/03/06	2.50	PREPARATION FOR AND ATTENDING DELPHI SENIOR STRATEGY CONFERENCE CALL (1.6); REVIEW OF DISTRIBUTION LIST FILE CORRESPONDENCE (0.9).
PILKINGTON C	03/06/06	2.30	REVIEW DISTRIBUTION LIST CORRESPONDENCE AND UCC PRESENTATION MATERIALS (1.3); ATTENDING/PREPARATIONS FOR WEEKLY TASK LIST ASSOCIATES CONFERENCE CALL (1.0).
PILKINGTON C	03/07/06	4.80	REVIEW REVISED DRAFT OF CODE, RESEARCH RE: EMBARGOS IN UK, AND DEPARTMENT OF DEFENCE CODES OF CONDUCT, WORDING RE: PERSONNEL REPORTING QUERIES/CONCERN (4.8).
PILKINGTON C	03/08/06	1.30	DRAFTING SECTIONS FOR HANDBOOK ON UK EMBARGO/SANCTIONS AND REQUIREMENTS FOR CODES OF CONDUCT ISSUES (1.3).
PILKINGTON C	03/09/06	2.30	LLIAISING WITH J. LOSEY/D. NORLINGER RE: UK/INTERNATIONAL EMBARGO REWORDING; TELECONFERENCE WITH D. OUDERK AND RESEARCH RE: ANTI- CORRUPTION WORDING IN CODE; LEGAL RESEARCH THERETO (2.3).
PILKINGTON C	03/10/06	3.70	REVIEW CLEAN/BLACKLINED AMENDED VERSIONS OF HANDBOOK; COMMENTS ON UK ISSUES INCLUDING ANTI-CORRUPTION AND EMBARGOES/SANCTIONS ISSUES (1.9); PREPARATION FOR AND ATTENDING SENIOR STRATEGY MEETING CONFERENCE CALL (1.8).
PILKINGTON C	03/13/06	1.90	REVIEW/ANALYSIS REVISED HANDBOOK; RESEARCH RE: REMEDIES AVAILABLE TO EMPLOYER IF EMPLOYEE FAILS TO RETURN COMPANY PROPERTY (1.9).
PILKINGTON C	03/17/06	1.50	PREPARATION FOR AND ATTENDING SENIOR STRATEGY MEETING CONFERENCE CALL (1.5).
PILKINGTON C	03/20/06	0.30	REVIEW/FORWARDING PROJECT DISH DOCKETED MOTION (0.3).
PILKINGTON C	03/21/06	1.40	REVIEW TASK LIST AND OUTSTANDING INTERNATIONAL ISSUES (0.8); REVIEW UPDATED CASE BINDER MATERIALS (0.6).
PILKINGTON C	03/22/06	1.50	REVIEW OF 9 MARCH 2006 BC HEARING TRANSCRIPT (1.2); REVIEW FILE CORRESPONDENCE (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	03/27/06	3.80	REVIEW/ANALYSIS S. 1102 KA HEARING TRANSCRIPT. (1.3); REVIEW/ANALYSIS OF BERLIN DIVESTITURE AND ABILITY TO ELL PATENTS/IP UNDER UK AND GERMAN LAW (1.1); PREPARATION FOR AND ATTENDING DELPHI WEEKLY CALL (0.6); REVIEWING/ANALYSIS ONGOING INTERNATIONAL ISSUES (0.8).
PILKINGTON C	03/28/06	2.40	REVIEW UPDATED CASE ADMINISTRATION MATERIALS (0.8); RESEARCH-RECOGNITION OF US PLEDGES AFTER UK ASSETS (1.6).
PILKINGTON C	03/29/06	3.70	CE RE: EQUITABLE OWNERSHIP OF IP UNDER UK LAW (1.6); RESEARCH RE. ABILITY OF DELPHI US TO ASSERT LIENS OVER ASSETS OF DELPHI UK (1.8); REVIEW FILE CORRESPONDENCE (0.3).
PILKINGTON C	03/30/06	0.80	REVIEW FILE CORRESPONDENCE (0.3); TELECONFERENCE WITH L. HIESTAND RE: LEGAL/BENEFICIAL OWNERSHIP OF UK IP (0.2); ANALYSIS OF ISSUES THERETO (0.3).
PILKINGTON C	03/31/06	1.10	REVIEW DISTRIBUTION LIST CORRESPONDENCE (0.6); REVIEW CORRESPONDENCE AS IP OWNERSHIP IN BERLIN'S DIVESTITURE AND ANALYSIS THERETO (0.5).
		<b>35.30</b>	
STUART NL	03/08/06	1.50	RESEARCH RE: VARIOUS FOREIGN SUBSIDIARY FINANCING ISSUES (1.3); TELECONFERENCE WITH CLIENT RE: SAME (0.2).
		<b>1.50</b>	
TOUSSI S	03/08/06	1.20	PREPARE PROFFERS FOR VARIOUS MOTIONS TO BE HEARD ON 3/9, INCLUDING CHINESE JOINT VENTURE SALE (1.2).
TOUSSI S	03/09/06	0.70	ADDRESS ISSUES RE: HEARING ON CHINESE JOINT VENTURE SALES (0.7).
TOUSSI S	03/10/06	0.80	ADDRESS ISSUES RE: CHINESE JOINT VENTURE SALE (0.3); RESEARCH ISSUES RE: SAME (0.5).
		<b>2.70</b>	
<b>Total Associate</b>		<b>40.50</b>	

FARRAG SK	03/27/06	4.80	RESEARCH ON THE CONDITIONS FOR ACQUIRING EQUITABLE OWNERSHIP OF A PATENT REGISTERED IN ANOTHER'S NAME UNDER ENGLISH LAW (4.8).
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**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

FARRAG SK	03/28/06	7.70	FURTHER RESEARCH ON DELPHI DEUTSCHLAND'S POTENTIAL ARGUMENT THAT IT ACQUIRED EQUITABLE OWNERSHIP OF UK PATENTS BY PAYING FOR THEIR DEVELOPMENT (7.7)
		12.50	
Total Research Assistant/Solicitor Trainee		12.50	

TOTAL TIME 72.60

CLIENT TOTAL 6256.60

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 04/30/06  
Bill Number: 1108601

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	03/17/06	Copy Center, D	22.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$22.00</b>
Telephone Expense	03/09/06	Telecommunications, D	12.91
Telephone Expense	03/31/06	Telecommunications, D	1.91
Telephone Expense	03/31/06	Telecommunications, D	2.10
Telephone Expense	03/31/06	Telecommunications, D	0.07
Telephone Expense	03/31/06	Telecommunications, D	0.01
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$17.00</b>
Wireless - Mobile/Cellular/Pager	03/31/06	Hiestand NL	210.00
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$210.00</b>
		<b>TOTAL MATTER</b>	<b>\$249.00</b>
		<b>TOTAL CLIENT</b>	<b>\$229,991.68</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 05/31/06  
Bill Number: 1108515

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	04/19/06	0.60	REVIEW AND EVALUATE MESIROW REQUEST RE INTERCOMPANY TRANSACTIONS (0.6).
BUTLER, JR. J	04/29/06	0.40	REVIEW AND EVALUATE BERLIN DIVESTITURE MATTERS (0.4)
		1.00	
HIESTAND NL	04/03/06	2.80	PREPARE FOR AND ATTEND WEEKLY SENIOR STAFF CALL; FOLLOW UP AND ATTENTION TO PEGASUS (2.8).
HIESTAND NL	04/04/06	2.60	PREPARE FOR AND ATTEND CALL RE: PEGASUS (2.6).
HIESTAND NL	04/05/06	1.40	REVIEW AND ANALYZE PBGC LIEN ISSUES; OTHERS (1.4).
HIESTAND NL	04/06/06	0.80	CONTINUE ATTENTION TO PEGASUS (0.8).
HIESTAND NL	04/09/06	0.90	REVIEW OPEN MATTERS (0.9).
HIESTAND NL	04/10/06	3.20	PREPARE FOR AND ATTEND CALL RE: PEGASUS (3.2).
HIESTAND NL	04/11/06	0.70	REVIEW PEGASUS ISSUES (0.7).
HIESTAND NL	04/12/06	2.20	REVIEW PEGASUS MATERIALS AND UCC MATERIALS (2.2).
HIESTAND NL	04/13/06	3.20	PREPARE FOR AND ATTEND SENIOR STRATEGY CALL (2.1); REVIEW PEGASUS AND OTHER ISSUES (1.1).
HIESTAND NL	04/20/06	0.30	ATTEND TO OPEN ITEMS (0.3).
HIESTAND NL	04/21/06	0.40	BERLIN DIVESTITURE AND OTHER MATTERS (0.4).
HIESTAND NL	04/25/06	0.90	ATTEND TO BERLIN DIVESTITURE (0.9).
HIESTAND NL	04/26/06	1.80	REVIEW AND ANALYZE BERLIN DD PATENT MATTER (1.8).
HIESTAND NL	04/27/06	3.10	REVIEW MATERIALS RELATING TO BERLIN DIVESTITURE PATENT SALE; TELECONFERENCE RE: SAME; DRAFT NOTE TO CLIENT (3.1).
HIESTAND NL	04/28/06	4.20	PREPARE FOR AND ATTEND SENIOR STRATEGY MEETING CALL (1.9); CONTINUE WORK ON BERLIN DIVESTITURE (1.9); OTHER ISSUES (0.4).
		28.50	
<b>Total Partner</b>		<b>29.50</b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	04/27/06	3.00	REVIEW BERLIN DIVESTITURE TRANSACTION (1.8); CONFERENCE WITH WORKING GROUP RE: SAME (0.8); REVIEW AND COMMENT ON CORRESPONDENCE RE: SAME (0.4).
		<b>3.00</b>	
PILKINGTON C	04/03/06	0.90	PREPARATION FOR AND ATTENDING WEEKLY STRATEGY CALL (0.9).
PILKINGTON C	04/04/06	1.90	REVIEW REVISED CASE ADMINISTRATION MATERIALS (0.7); REVIEW ONGOING TASK LIST AND OUTSTANDING INTERNATIONAL ISSUES (1.2).
PILKINGTON C	04/05/06	2.90	ADVICE RE: WHETHER US LIENS CAN BE ASSERTED OVER UK ASSETS; RESEARCH THERETO (2.9).
PILKINGTON C	04/07/06	4.60	REVIEW/RESEARCH RE: ENFORCEABILITY OF US LIEN OVER UK ASSETS (1.1); REVIEW PRESENTATION MATERIALS RE: MEETING OF UCC 30 MARCH 2006 (1.7); REVIEW TRANSCRIPTS OF US BANKRUPTCY COURT HEARINGS (22 MARCH 2006 AND 10 FEBRUARY 2006) (1.8).
PILKINGTON C	04/10/06	1.90	PREPARATION FOR AND ATTENDING DELPHI TASK LIST CONFERENCE CALL (1.0); REVIEW OUTSTANDING INTERNATIONAL ISSUES (0.6); CHASING STATUS OF BERLIN DIVESTITURE (0.3).
PILKINGTON C	04/11/06	1.10	REVIEW REVISED CASE ADMINISTRATION MATERIAL (1.1).
PILKINGTON C	04/13/06	1.10	REVIEW FILE CORRESPONDENCE (0.7); ANALYSIS OF POSITION RE: MECEL DIVESTITURE AND LIAISON WITH COMPANY (0.4).
PILKINGTON C	04/18/06	2.10	REVIEW UPDATED CASE ADMINISTRATION MATERIAL (0.8); LIAISON/ADVICE RE: MECEL DIVESTITURE (0.7); REVIEW DISTRIBUTION LIST CORRESPONDENCE (0.6).
PILKINGTON C	04/19/06	1.10	REVIEW/ANALYSIS OF MECEL DIVESTITURE AND BC APPROVAL ISSUE (1.1).
PILKINGTON C	04/21/06	1.10	REVIEW OF MEMORANDUM RE: DTI/DD OWNERSHIP OF PATENTS AND UK ADVICE (1.1).
PILKINGTON C	04/24/06	2.40	REVIEW DISTRIBUTION LIST FILE CORRESPONDENCE (0.8); PREPARATION FOR AND ATTENDING WEEKLY CALL (0.7); ANALYSIS OUTSTANDING INTERNATIONAL ISSUES (0.9).
PILKINGTON C	04/25/06	1.50	REVIEW REVISED CASE ADMINISTRATION MATERIALS (0.8); ADVICE TO R. MEISLER RE: DIVESTITURE OF MECEL AB (0.7).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	04/26/06	0.40	REVIEW BERLIN DIVESTITURE ISSUE (0.4).
PILKINGTON C	04/27/06	3.10	REVIEW OF DISTRIBUTION LIST CORRESPONDENCE AND TRANSCRIPT OF 7 JULY 2006 HEARING (1.3); PREPARATION FOR, ATTENDING AND FOLLOW UP RE: TELECONFERENCE ON DIVESTITURE OF BERLIN AND IP ISSUES (1.8).
PILKINGTON C	04/28/06	0.80	PREPARATION FOR AND ATTENDING WEEKLY STRATEGY CALL (0.8).
		<b>26.90</b>	
ZIEGLER VE	04/06/06	4.50	DRAFT DE MINIMIS ASSETS NOTICE RE: SALE OF BERLIN PATENTS (2.1); REVIEW AND ANALYZE DOCUMENTS SENT BY DELPHI WITH RESPECT TO THE TRANSACTION (2.4).
ZIEGLER VE	04/07/06	5.40	LEGAL RESEARCH AND DRAFT MEMO AND CASE LAW ANALYSIS RE: DISTRIBUTION OF PROFITS BETWEEN LEGAL AND BENEFICIARY OWNER OF PATENTS UNDER US AND EU LAW (4.1); DRAFT ANALYSIS AND EMAIL CORRESPONDENCE WITH T. TWOMEY AND J. STRZEBNIOK RE: FACTUAL BACKGROUND AND FOLLOW UP QUESTIONS (1.3).
ZIEGLER VE	04/10/06	0.90	ATTEND CONFERENCE CALL WITH T. TWOMEY AND J. STRZEBNIOK RE: DILIGENCE AND EMPLOYMENT AGREEMENT WITH RESPECT TO THE PATENTS (0.9).
ZIEGLER VE	04/11/06	8.30	ANALYSIS OF PROPOSED SALE OF BERLIN PATENTS (2.1) LEGAL RESEARCH RE: BENEFICIAL OWNERSHIP OF PATENTS UNDER EU AND US LAW (5.1); DRAFT EMAIL OF ANALYSIS AND QUESTIONS RE: BENEFICIAL OWNERSHIP AND EVIDENCE (1.1).
ZIEGLER VE	04/17/06	4.50	DRAFT PART OF MEMO AND CASE LAW ANALYSIS RE: DISTRIBUTION OF PROFITS BETWEEN LEGAL AND BENEFICIARY OWNER OF PATENTS UNDER US AND EU LAW (3.1); DRAFT ANALYSIS AND EMAIL CORRESPONDENCE WITH T. TWOMEY AND J. STRZEBNIOK RE: FACTUAL BACKGROUND (1.4).
ZIEGLER VE	04/18/06	4.10	DRAFT PART OF MEMO AND CASE LAW ANALYSIS RE: DISTRIBUTION OF PROFITS BETWEEN LEGAL AND BENEFICIARY OWNER OF PATENTS UNDER US AND EU LAW (4.1).
ZIEGLER VE	04/19/06	2.10	REVIEW AND REVISE MEMO RE: DISTRIBUTION OF ASSETS PURSUANT TO SALE OF BERLIN OPERATIONS (2.1).



**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

ZIEGLER VE	04/21/06	1.20	EMAIL CORRESPONDENCE WITH L. HIESTAND RE: BERLIN PATENTS (0.2); REVISE MEMO RE: DIVISION OF PROCEEDS BETWEEN DELPHI DEUTSCHLAN AND DELPHI TECHNOLOGY (1.0).
ZIEGLER VE	04/25/06	0.20	EMAIL CORRESPONDENCE WITH L. HEISTAND RE: SALE AND LICENSE OF BERLIN PATENTS (0.2).
ZIEGLER VE	04/26/06	4.60	DRAFT ANALYSIS RE: SALE AND LICENSE OF BERLIN PATENTS (2.1); EMAIL CORRESPONDENCE WITH L. HIESTAND AND J. STRZEBNIOK RE: SAME (2.0); TELECONFERENCE WITH E. ZIFF RE: "BENEFICIAL OWNERSHIP" ISSUE AND BERLIN PATENTS (0.5).
ZIEGLER VE	04/27/06	1.40	PREPARE AND PARTICIPATE IN CONFERENCE CALL WITH WORKING GROUP RE: SALE AND LEASE OF BERLIN PATENTS (1.4).
ZIEGLER VE	04/28/06	2.30	EMAIL CORRESPONDENCE WITH L. HIESTAND AND J. STRZEBNIOK RE: ANALYSIS RE: SALE AND LICENSE OF BERLIN PATENTS (1.0); REVISE NOTICE OF SALE OF DE MINIMIS ASSETS AD AFFIDAVIT (1.3).
ZIEGLER VE	04/29/06	1.30	PREPARE SLIDES FOR CREDITORS' COMMITTEE PRESENTATION RE: SALE AND LICENSE OF BERLIN ASSETS (1.3).
		<b>40.80</b>	
<b>Total Associate</b>		<b>70.70</b>	
<b>TOTAL TIME</b>		<b><u>100.20</u></b>	
<b>CLIENT TOTAL</b>		<b><u>5202.00</u></b>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

**Delphi Corporation (DIP)**  
**Global Subsidiaries (Non-US)**

**Bill Date: 05/31/06**  
**Bill Number: 1108515**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	04/17/06	Telecommunications, D	8.69
Telephone Expense	04/20/06	Telecommunications, D	25.02
Telephone Expense	04/28/06	Telecommunications, D	1.39
Telephone Expense	04/28/06	Telecommunications, D	1.86
Telephone Expense	04/28/06	Telecommunications, D	0.04
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$37.00</b>
<b>TOTAL MATTER</b>			<b>\$37.00</b>
<b>TOTAL CLIENT</b>			<b>\$123,607.00</b>

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 06/30/06  
Bill Number: 1112661

NAME	DATE	HOURS	DESCRIPTION
HIESTAND NL	05/01/06	3.60	PREPARE FOR AND ATTEND CONFERENCE CALL RE: BERLIN DIVESTITURE; PRELIMINARY REVIEW AND CALLS WITH S. CORCORAN (3.6).
HIESTAND NL	05/02/06	2.80	CONTINUED WORK ON BERLIN DIVESTITURE (2.8).
HIESTAND NL	05/03/06	0.60	CONTINUED ATTENTION TO BERLIN (0.6).
HIESTAND NL	05/05/06	1.10	PREPARE FOR AND ATTEND SENIOR CONFERENCE CALL; FOLLOW UP (1.1).
HIESTAND NL	05/10/06	3.90	PREPARE FOR AND ATTEND CATALYST CONFERENCE CALL (2.6); PREPARE FOR AND ATTEND JV DISPOSAL TELECONFERENCE (1.3).
HIESTAND NL	05/11/06	0.30	ATTENTION TO PENSION ISSUE (0.3).
HIESTAND NL	05/15/06	4.40	ATTENTION TO JV SHARE PURCHASE AND ISSUES RELATED THERETO, INCLUDING PBGC AND CALLS RE. SAME (2.9); ATTEND TO LABOUR AND OTHER ISSUES (1.5).
HIESTAND NL	05/17/06	0.70	CONTINUED ATTENTION TO PURCHASE OF JV, BERLIN (0.7).
HIESTAND NL	05/18/06	0.80	REVIEW PATENT AGREEMENT (0.8).
HIESTAND NL	05/19/06	5.10	REVIEW PATENT AGREEMENT AND CALLS/EMAIL RE. SAME (3.1); TELECONFERENCE RE: JV PURCHASE (2.0).
HIESTAND NL	05/22/06	1.60	REVIEW PATENT ASSIGNMENT AND LICENCE (1.6).
HIESTAND NL	05/23/06	2.70	REVIEW ICC MATERIALS (1.1); ATTEND TO ASHIMORI AND BERLIN DEALS (1.6).
HIESTAND NL	05/24/06	1.80	REVIEW WITH CLIENT BERLIN DIVESTITURE (1.8).
HIESTAND NL	05/25/06	2.70	PREPARE FOR AND ATTEND TELECONFERENCE RE BERLIN DIVESTITURE, OTHER MATTERS (2.7).
HIESTAND NL	05/31/06	0.60	ATTENTION TO UCC PRESENTATION OF TRANSACTIONS (0.6).
		<b>32.70</b>	
<b>Total Partner</b>		<b>32.70</b>	
MEISLER RE	05/11/06	0.20	CONFERENCE WITH M. MCGUIRE RE: INTERNATIONAL TRANSACTIONS (0.2).
MEISLER RE	05/12/06	0.30	REVIEW PROPOSED JV TRANSACTION (0.3).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

MEISLER RE	05/13/06	0.60	ANALYSIS OF JV TRANSACTION RISKS AND BENEFITS (0.6).
MEISLER RE	05/15/06	0.40	ATTENTION TO POTENTIAL TRANSACTION WITH GLOBAL JV PARTNER (0.2); TELECONFERENCE WITH L. HIESTAND RE: SAME (0.2).
MEISLER RE	05/17/06	0.70	CONTINUED ATTENTION TO POTENTIAL TRANSACTION WITH GLOBAL JV PARTNER (0.7).
MEISLER RE	05/19/06	0.80	TELECONFERENCE WITH L. HIESTAND RE: POTENTIAL TRANSACTION WITH GLOBAL JV PARTNER (0.3); PARTICIPATE ON TELECONFERENCE WITH COMPANY RE: SAME (0.5).
MEISLER RE	05/22/06	0.30	REVIEW PROJECT FREE THROW (0.3).
		<b>3.30</b>	
PILKINGTON C	05/02/06	1.60	REVIEW REVISED CASE ADMINISTRATION MATERIAL (1.6).
PILKINGTON C	05/05/06	0.70	PREPARING FOR/ATTENDING STRATEGIC CONFERENCE CALL (0.7).
PILKINGTON C	05/09/06	1.10	REVIEW CASE TASK LIST AND OUTSTANDING ISSUES (0.6); REVIEW REVISED CASE ADMINISTRATION MATERIALS (0.5).
PILKINGTON C	05/11/06	1.80	REVIEW OF STATUS OF UK PENSIONS SCHEMES AND ANALYSIS OF CONTINGENCY PLANNING COUNSEL'S ADVICE RE. THE SAME; SUMMARY TO R. MEILSER (1.8).
PILKINGTON C	05/15/06	1.40	PREPARATION FOR AND ATTENDING WEEKLY UPDATE TELECONFERENCE (0.8); ANALYSIS OUTSTANDING INTERNATIONAL ISSUES (0.6).
PILKINGTON C	05/19/06	3.10	REVIEW STATUS OF MECEL AB DIVESTITURE (0.4); PREPARATION FOR AND ATTENDING STRATEGIC CONFERENCE CALL (0.9); REVIEW VCC 3/5/06 MEETING MATERIALS AND EQUITY COMMITTEE 3/5/06 MEETING MATERIAL (1.8).
PILKINGTON C	05/22/06	1.70	REVIEW OF PROJECT ASHIMONI BACKGROUND AND CORRESPONDENCE (1.7).
PILKINGTON C	05/23/06	3.60	REVIEW/ANALYSIS OUTSTANDING INTERNATIONAL ISSUES AND ONGOING TASK LIST MATTERS (1.1); REVIEW OF PROJECT FREETHROW STRUCTURE PAPER AND ADVICE TO L. HIESTAND RE. ISSUES (1.3); REVIEW DE MINIMIS ASSET SALE ORDER (1.2).
PILKINGTON C	05/25/06	0.90	ATTENDING DELPHI STRATEGY TELECONFERENCE (0.9).

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

PILKINGTON C	05/30/06	3.10	DRAFTING UCC PRESENTATION RE: PROJECT AUTONOMY AND PROJECT FREETHROW AND ALL ANALYSIS THERETO (1.9); REVIEW FILE CORRESPONDENCE (1.2).
PILKINGTON C	05/31/06	1.00	REVIEW REVISED CASE ADMINISTRATION MATERIALS (0.4); FINALIZING VCC SLIDES RE. PROJECTS AUTONOMY/FREETHROW (0.6).
		20.00	
<b>Total Associate</b>		23.30	
<b>TOTAL TIME</b>		<u>56.00</u>	
<b>CLIENT TOTAL</b>		<u>7724.80</u>	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

Delphi Corporation (DIP)  
Global Subsidiaries (Non-US)

Bill Date: 06/30/06  
Bill Number: 1112661

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	05/10/06	Telecommunications, D	13.60
Telephone Expense	05/26/06	Telecommunications, D	2.41
Telephone Expense	05/26/06	Telecommunications, D	2.95
Telephone Expense	05/26/06	Telecommunications, D	0.04
TOTAL TELEPHONE EXPENSE			\$19.00
TOTAL MATTER			\$19.00
TOTAL CLIENT			\$264,902.00